

P03000024525

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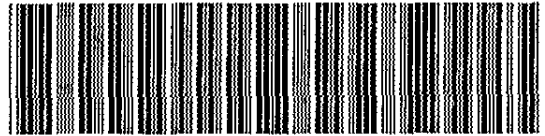
(Business Entity Name)

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03 MAR 27 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 MAR 27 AM 11:06
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C. Coulliette APR 01 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

B2 Painting & Remodeling, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☒ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☐ Cert. Copy _____
- ☒ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 27, 2003

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: B2 PAINTING & REMODELING, INC.
Ref. Number: P03000024575

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
03 APR - 1 AM 11:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for B2 PAINTING & REMODELING, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 103A00018699

**AMENDED ARTICLES OF INCORPORATION
OF
B2 PAINTING & REMODELING, INC.
(Doc. No. P03000024575)**

FILED
03 MAR 27 PM 2:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, hereby adopts the following Amended Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: B2 Painting & Remodeling, Inc.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and its mailing address is 13014 N. Dale Mabry Hwy., Suite 141, Tampa, Florida 33618. The location of the principal office and the mailing address shall be subject to change as may be provided in the Bylaws of the Corporation.

ARTICLE III: DURATION

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV: PURPOSES AND POWERS

The general nature of the business or businesses in which the corporation is authorized to transact business, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business: to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, interests, capital stock, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights, interests, and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.
5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar

as it lawfully may under the laws of the State of Florida, providing for the formation, rights privileges, and communities of corporation for profit.

6. To do every necessary, proper, advisable, and convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be in consistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock that this corporation shall have the authority to issue and to have outstanding at any one time is one million (1,000,000) shares of common stock with no par value per share. The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the Florida Business Corporation Act, to provide for classification and reclassification of any unissued shares of Common Stock without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act. Except as otherwise required by law all rights to vote and all voting power shall be vested exclusively in holders of the Common Stock. Cumulative voting by any shareholder is hereby expressly denied. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes debentures, bond or other securities, would adversely affect the dividend or voting rights or such shareholder.

ARTICLE VI: ADDRESS OF REGISTERED AGENT

The name and address of the registered agent of the Corporation is Robert D. Hartranft, 13014 N. Dale Mabry Hwy., Suite 141, Tampa, Florida 33618.

ARTICLE VII: ACTION BY SHAREHOLDERS

Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of shares of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of the directors, voting together as a single class. Any action required or permitted to be taken by the shareholders of the Corporation at a duly called annual or special meeting of the shareholders, may be effected by a

consent in writing by such shareholders, subject to the provisions of Section 607.0704 of the Florida Business Corporation Act.

ARTICLE VIII: BOARD OF DIRECTORS

The number of directors constituting the Corporation's Board of Directors shall no be less than one (1), and the exact number of Directors shall be fixed from time to time in a manner provided in the Bylaws of the Corporation. The names and address of the initial Board of Directors of the corporation, who shall hold office until their successors are elected and have qualified, is:

Robert D. Hartranft, 13014 N. Dale Mabry Hwy., Suite 141, Tampa, Florida 33618
William Lindfors, 6401 Seminole Blvd., #9, Seminole, Florida 33772

ARTICLE IX: INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by the Florida Business Corporation Act, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the Florida Business Corporation Act, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any Director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, but not limited to, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods and services attorneys-at-law, accountants, and financial consultants). For the purposes of this Article, the term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article and not otherwise defined herein have the meaning set forth in Section 607.0850 of the Florida Business Corporation Act. The provisions of this Article are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights in favor of third parties. NO amendment to or repeal of this Article shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.


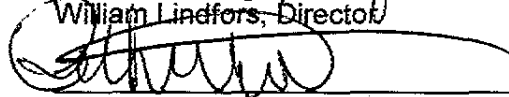
ARTICLE X: INCORPORATORS

The name and address of the incorporator signing these Amended Articles of Incorporation is Alice G. Hartranft, 13014 N. Dale Mabry Hwy., Suite 141, Tampa, Florida 33618.


Alice G. Hartranft

The amendments contained herein were adopted by the Board of Directors and shareholder action was not required.

IN WITNESS WHEREOF, these Amended Articles of Incorporation have been adopted and signed this 26th day of March 2003.


William Lindfors, Director

Robert D. Hartranft, Director